

Hearing Date and Time: August 10, 2015 at 10:00 a.m. ET
Objection Deadline: August 3, 2015 at 5:00 p.m. ET

KROLL, MCNAMARA, EVANS & DELEHANTY, LLP

Douglas M. Evans, Esquire
65 Memorial Road, Suite 300
West Hartford, Connecticut 06107
Phone 860-561-7070
Facsimile 860-561-7075
Email: bankr@kmelaw.com

*Counsel for Urstadt Biddle Properties Inc.; UB New Providence, LLC;
McLean Plaza Associates, LLC; UB Ironbound, L.P.;
UB Bloomfield I, LLC; UB Boonton I, LLC; UB Pompton Lakes I, LLC;
UB Harrison I, LLC; Sherwood Island 21, LLC; and SI Ridgefield LLC.*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	CHAPTER 11
)	
THE GREAT ATLANTIC & PACIFIC TEA)	CASE NO. 15-23007 (RDD)
COMPANY, INC., et al.,)	
)	
Debtors ¹)	
)	
)	AUGUST 3, 2015

**LIMITED OBJECTION, JOINDER AND
RESERVATION OF RIGHTS WITH RESPECT TO:**

**(A) THE OMNIBUS MOTION FOR APPROVAL OF BIDDING PROCEDURES AND
PROTECTIONS, SALE OF ASSETS UNDER 11 U.S.C. § 363, AND ASSIGNMENT
AND ASSUMPTION OF CONTRACTS [DOC LD. NO. 26]; AND**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Two Thousand Eight Broadway, Inc. (0986); The Great Atlantic & Pacific Tea Company, Inc. (0974); A&P Live Better, LLC (0799); A&P Real Property, LLC (0973); APW Supermarket Corporation (7132); APW Supermarkets, Inc. (9509); Borman's, Inc. (9761); Delaware County Dairies, Inc. (7090); Food Basics, Inc. (1210); Kwik Save Inc. (8636); McLean Avenue Plaza Corp. (5227); Montvale Holdings, Inc. (6664); Montvale-Para Holdings, Inc. (2947); Onpoint, Inc. (6589); Pathmark Stores, Inc. (9612); Plainbridge LLC (5965); Shopwell, Inc.(3304); Super Fresh Food Markets, Inc. (2491); The Old Wine Emporium of Westport, Inc. (0724); Tradewell Foods of Conn., Inc. (5748); and Waldbaum, Inc. (8599). The international subsidiaries of The Great Atlantic & Pacific Tea Company, Inc. are not debtors in these chapter 11 cases. The location of the Debtors' corporate headquarters is Two Paragon Drive, Montvale, New Jersey 07645.

**(B) MOTION FOR APPROVAL OF BIDDING PROCEDURES AND SALE OF
ASSETS [DOC ID NO. 27]**

To the Honorable Robert D. Drain, United States Bankruptcy Judge

The following landlord creditors Urstadt Biddle Properties Inc.; UB New Providence, LLC; McLean Plaza Associates, LLC; UB Ironbound, L.P.; UB Bloomfield I, LLC; UB Boonton I, LLC; UB Pompton Lakes I, LLC; UB Harrison I, LLC; Sherwood Island 21, LLC; and SI Ridgefield LLC (collectively, the "Landlords"), by and through their counsel, file this limited objection, joinder, and reservation of rights with respect to the Debtors' (A) Omnibus Motion For Approval Of Bidding Procedures And Protections, Sale Of Assets Under 11 U.S.C. § 363, And Assignment And Assumption Of Contracts [DOC I.D. NO. 26]; and (B) Motion for Approval of Global Sale and Lease Rationalization Procedures [DOC ID NO. 27], respectfully alleges as follows:

Introduction

1. On July 20, 2015 (the "Petition Date"), the Debtors in the above-captioned case filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") with the United States Bankruptcy Court for the Southern District of New York.

2. The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Debtors' cases.

3. By motion, dated July 20, 2015, the Debtors are seeking approval of bid procedures, sale of assets, and under 11 U.S.C. § 363, and assignment and assumption of contracts (the "Bid and Sale Motion"). [DOC I.D. NO. 26].

4. On the same day, the Debtors filed a motion seeking approval of global sale and lease rationalization procedures (the "Rationalization Motion"). [Doc. I.D. No. 27.]

5. While the Landlords do not necessarily object to the relief sought in the Bid and Sale Motion and/or the Rationalization Motion (collectively, the "Motions"), as set forth below, the Landlords reserve their rights as set forth herein.

Reservation of Rights

5. The Landlords hereby advise the Debtors (and others) that said Landlords are the owners of real property that is being leased to one or more the Debtors under written lease agreements, and hereby demand that all notices that are to be provided under the Motions be served upon the Landlords through its undersigned counsel below.

6. The Landlords reserve their right to object to any particular sale and/or assumption and /or assignment brought before the Court pursuant to the procedures set forth in the Motions.

7. With respect to the assumption and/or assignment of any lease held by any one of the Landlords, the Landlords reserve any and all rights under Bankruptcy Code § 365, and reserve their right to demand proper and sufficient information be made available to them in a

timely manner to afford the Landlords sufficient opportunity to protect their interests by asserting an objection to any proposed assumption and assignment that affects or impacts a lease held by any one of the Landlords. The Landlords reserve their rights to assert any and all of the protections afforded under the Bankruptcy Code, including (without limitation) Sections 365(h) and Sections 365(m).

Limited Objection and Joinder in Other Landlord Objections

8. The Landlords also file this response as a limited objection and join in and incorporate by reference the objections and responses filed by other landlord creditors in response to the Motions, to the extent applicable and not inconsistent herewith, including without limitation, the objections filed under docket entry #s 255, 262, and 271.

WHEREFORE, the Landlords hereby file this limited objection and joinder, and reserve their rights as set forth above with respect to the Motions, request notice as to both Motions, and requests that it be granted such other and further relief as the Court deems just and proper.

Dated: August 3, 2015

West Hartford, Connecticut,

By: /s/ Douglas M. Evans

Douglas M. Evans, Esq.
Federal Bar # CT 04613
KROLL, McNAMARA, EVANS
& DELEHANTY, LLP
65 Memorial Road, Suite 300
West Hartford, CT 06107
Phone: (860) 561-7070
Fax: (860) 561-7075

CERTIFICATE OF SERVICE

I hereby certify that on August 3, 2015, the undersigned filed the foregoing Objection/Reservation of Rights. Notice will be sent to all parties via the Court's Electronic Mail Notice List by operation of the Court's CM/ECF system, including Debtor's counsel.

By: /s/ Douglas M. Evans

Douglas M. Evans
Federal Bar # CT 04613